

KLEINBERG, KAPLAN, WOLFF &
COHEN, P.C.
Matthew J. Gold
Robert M. Tuchman
500 Fifth Avenue
New York, New York 10110
Tel: (212) 986-6000

Counsel to the State of Washington

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
PURDUE PHARMA L.P., et al.,	:	Case No. 19-23649 (SHL)
	:	(Jointly Administered)
Debtors.	:	
	:	
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**SIXTH MONTHLY FEE STATEMENT OF
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C. AS COUNSEL TO
THE STATE OF WASHINGTON FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF JULY 1, 2022 THROUGH JULY 31, 2022**

Name of Applicant:	Kleinberg, Kaplan, Wolff & Cohen, P.C.
Provided Professional Services to:	The State of Washington
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	March 10, 2022 [Docket No. 4503]
Period for which compensation and reimbursement are sought:	July 1, 2022 through July 31, 2022
Amount of Compensation sought as actual, reasonable, and necessary:	\$92,059.00
Current Fee Request	\$73,647.20 (80% of \$)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$0.00
Amount of Compensation and Expenses sought as allowed under the Interim Compensation Order	\$73,647.20
Total Fees and Expenses Inclusive of Holdback	\$92,059.00
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

Pursuant to the *Order Pursuant to 11 U.S.C. §§ 105 and 363(b) Authorizing and Approving Settlement Term Sheet* [Docket No. 4503] (the “Term Sheet Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the “Interim Compensation Order”), Kleinberg, Kaplan, Wolff & Cohen, P.C. (“Kleinberg Kaplan”), counsel to the State of Washington in the above-captioned case, and in a related adversary proceeding and appeals, hereby submits this Sixth Monthly Fee Statement (the “Fee Statement”) for the period of July 1, 2022 through and including July 31, 2022 (the “Statement Period”).

Itemization of Services Rendered and Disbursements Incurred

Annexed hereto as **Exhibit A** is a chart of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Statement Period, with respect to each of the billing categories. As reflected in Exhibit A, Kleinberg Kaplan incurred \$92,059 in fees during the Statement Period. Pursuant to this Fee Statement, Kleinberg Kaplan seeks reimbursement for 80% of such fees, totaling \$73,647.20.

Annexed hereto as **Exhibit B** is a chart of Kleinberg Kaplan's professionals and paraprofessionals, including standard hourly rate for each attorney and paraprofessional who rendered services to the State of Washington and others listed above in connection with these Chapter 11 cases during the Statement Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. A copy of the computer-generated time entries of Kleinberg Kaplan reflecting all time recorded, organized in the billing categories requested by the State of Washington is attached hereto as **Exhibit C**.

Notice

Kleinberg Kaplan will provide notice of the Fee Statement in accordance with the Interim Compensation Order.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Fee Statement, serve via email, to Kleinberg Kaplan and to the notice parties designated in the Interim Compensation Order, a written notice setting forth the precise nature of the objection and the amount at issue.

If an objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Kleinberg Kaplan an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue; it shall not be sufficient to simply object to all fees and expenses.

Dated: August 19, 2022

Respectfully submitted,

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

By: /s/ Matthew J. Gold
Matthew J. Gold
Robert M. Tuchman

500 Fifth Avenue
New York, New York 10110
Tel: (212) 986-6000
Fax: (212) 986-8866
E-mail: mgold@kkwc.com
rtuchman@kkwc.com

Attorneys for the State of Washington

EXHIBIT A
SERVICES RENDERED BY
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.
COMMENCING JULY 1, 2022 THROUGH JULY 31, 2022

Summary of Fees Task Code

Billing Category	Total Hours	Total Fees
001 Purdue Pharma	78.8	\$85,993.00
005 Fee Applications	10.0	\$6,066.00
Total	88.8	\$92,059
20% Fee Holdback		\$18,411.80
80% of Fees		\$73,647.20
Plus Expenses		\$0.00
Requested Amount		\$73,647.20

EXHIBIT B

SERVICES RENDERED BY

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

COMMENCING JULY 1, 2022 THROUGH JULY 31, 2022

Summary of Hours and Fees by Professional

Name of Professional	Position/Year Admitted to Practice/Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Matthew J. Gold	Partner 1983 Bankruptcy	\$1,060	51.3	\$54,378.00
Robert L. Berman	Partner 1978 Securities and Corporate Finance	\$1,176	31.0	\$36,456.00
Juliet Remi	Paralegal Litigation & Risk Management	\$190	4.5	\$855.00
Ellie Taylor	Paralegal Litigation & Risk Management	\$185	2.0	\$370.00
Total Fees Requested				\$92,059.00

EXHIBIT C

Time Entries for Each Professional by Task Code (Invoices)

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: August 18, 2022
Invoice Number: 113798
Matter Number: 7263-0001

Client: State of Washington
Matter: Purdue Pharma

For professional services rendered through July 31, 2022

Currency: USD

Fees 85,993.00

Total Due This Invoice \$85,993.00

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Purdue Pharma

Invoice Date: August 18, 2022
Invoice Number: 113798
Matter Number: 7263-0001

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/05/2022	Juliet Remi	Updating calendar; registering appearances for omnibus hearings	0.10	190.00	19.00
07/05/2022	Robert Berman	Reviewing emails and conferring	0.50	1,176.00	588.00
07/06/2022	Robert Berman	Reviewing emails and documents and filings that will be necessary to close	0.80	1,176.00	940.80
07/07/2022	Matthew J. Gold	Exchanging emails with team regarding status of discussions	0.30	1,060.00	318.00
07/07/2022	Robert Berman	Reviewing emails regarding status and conferring; discussing timing	0.70	1,176.00	823.20
07/08/2022	Matthew J. Gold	Revising outline for discussion regarding SOAF issues	2.10	1,060.00	2,226.00
07/11/2022	Matthew J. Gold	Reviewing draft SOAF committee agreement and outline of SOAF matters for discussion regarding SOAF issues	3.80	1,060.00	4,028.00
07/11/2022	Robert Berman	Reviewing email from T. Lundgren and draft SOAF agreement; conferring and thinking about issues	1.70	1,176.00	1,999.20
07/12/2022	Matthew J. Gold	Conferring regarding SOAF issues; exchanging emails with team regarding same; revising outline regarding same	3.60	1,060.00	3,816.00
07/12/2022	Robert Berman	Conferring regarding draft SOAF agreement from California; reviewing payment spreadsheets and tying back to draft agreement; reviewing email from J. Abrams	2.20	1,176.00	2,587.20
07/13/2022	Matthew J. Gold	Conferring with J. Rupert regarding SOAF issues; preparing email regarding same; exchanging emails with team regarding next calls	4.80	1,060.00	5,088.00
07/13/2022	Robert Berman	Reviewing emails regarding calls; reviewing updated spreadsheets and conferring	1.80	1,176.00	2,116.80
07/14/2022	Matthew J. Gold	Revising email regarding SOAF issues	0.70	1,060.00	742.00
07/14/2022	Robert Berman	Conferring regarding next steps; reviewing emails	0.50	1,176.00	588.00

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: August 18, 2022
Invoice Number: 113798
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/15/2022	Matthew J. Gold	Revising email to J. Rupert regarding SOAF issues; preparing outline regarding same	3.20	1,060.00	3,392.00
07/15/2022	Robert Berman	Reviewing emails regarding SOAF structure and thinking about proposed draft; conferring	0.80	1,176.00	940.80
07/18/2022	Matthew J. Gold	Exchanging emails with J. Rupert regarding SOAF issues; conferring with I. Goldman regarding same; preparing comments to draft SOAF agreement; conferring regarding care monitoring	2.60	1,060.00	2,756.00
07/18/2022	Juliet Remi	Drafting and transmitting email regarding status of case and organization of e-file; participating in call regarding same	1.20	190.00	228.00
07/18/2022	Robert Berman	Working group call; preparing and conferring regarding various voting issues; reviewing payments spreadsheet; reviewing Kramer Levin memo regarding next steps	3.20	1,176.00	3,763.20
07/19/2022	Matthew J. Gold	Conferring with I. Goldman regarding SOAF issues; preparing comments to draft SOAF agreement; circulating comments to team; participating in team conference call; exchanging emails with working group regarding call with Purdue	3.30	1,060.00	3,498.00
07/19/2022	Robert Berman	Group call; reviewing revised SOAF agreement and conferring; reviewing and conferring regarding proposed response on SOAF Agreement	2.30	1,176.00	2,704.80
07/20/2022	Matthew J. Gold	Preparing outline for call with Purdue; conferring with Purdue regarding SOAF issues and settlement transaction; conferring with working group regarding same	2.70	1,060.00	2,862.00
07/20/2022	Robert Berman	Calls with working group and call with Davis Polk; conferring and preparing for calls	2.40	1,176.00	2,822.40

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: August 18, 2022
Invoice Number: 113798
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/21/2022	Matthew J. Gold	Preparing outline for call with Purdue; conferring with Purdue regarding SOAF issues and settlement transaction; conferring with working group regarding same	3.60	1,060.00	3,816.00
07/21/2022	Robert Berman	Conferring regarding SOAF agreement; reviewing customary voting provisions in credit agreements and indentures	2.30	1,176.00	2,704.80
07/22/2022	Matthew J. Gold	Revising outline regarding SOAF issues and settlement transaction	1.40	1,060.00	1,484.00
07/22/2022	Robert Berman	Conferring regarding SOAF Agreement and spreadsheet	0.90	1,176.00	1,058.40
07/25/2022	Matthew J. Gold	Reviewing draft insert to SOAF agreement	0.30	1,060.00	318.00
07/25/2022	Robert Berman	Drafting and revising alternative voting provisions and other provisions in SOAF Agreement in light of payment schedule and prior comments; making additional comments; conferring	2.60	1,176.00	3,057.60
07/26/2022	Matthew J. Gold	Preparing for omnibus hearing; participating in omnibus case hearing; preparing outline for call with Nine; conferring with Nine regarding SOAF issues and settlement transaction	3.40	1,060.00	3,604.00
07/26/2022	Robert Berman	Conferring regarding draft SOAF Agreement; working group call with the States	2.80	1,176.00	3,292.80
07/27/2022	Matthew J. Gold	Exchanging emails and conferring regarding SOAF issues; preparing chart regarding SOAF payments; drafting inserts to SOAF agreement; exchanging emails with J. Rupert regarding same	4.40	1,060.00	4,664.00
07/27/2022	Robert Berman	Reviewing revised spreadsheet regarding payment schedule and conferring regarding spreadsheet and draft SOAF Agreement; conferring regarding call to discuss with J. Rupert	2.60	1,176.00	3,057.60

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: August 18, 2022
Invoice Number: 113798
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/28/2022	Matthew J. Gold	Exchanging emails and conferring regarding SOAF issues; revising draft inserts to SOAF agreement; exchanging emails and conferring with J. Rupert regarding same	3.60	1,060.00	3,816.00
07/28/2022	Robert Berman	Call with J. Rupert; conferring regarding revised SOAF agreement and preparation for call	2.90	1,176.00	3,410.40
07/29/2022	Matthew J. Gold	Revising outline of SOAF issues	2.70	1,060.00	2,862.00
Total			78.80		\$85,993.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Juliet Remi	1.30	190.00	247.00
Matthew J. Gold	46.50	1,060.00	49,290.00
Robert Berman	31.00	1,176.00	36,456.00
Total	78.80		\$85,993.00

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: August 18, 2022
Invoice Number: 113799
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications

For professional services rendered through July 31, 2022

Currency: USD

Fees 6,066.00

Total Due This Invoice \$6,066.00

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Fee applications

Invoice Date: August 18, 2022
Invoice Number: 113799
Matter Number: 7263-0005

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/06/2022	Matthew J. Gold	Exchanging emails with J. Rupert regarding reimbursement payment; finalizing and circulating statement of most recent amounts to be reimbursed	0.60	1,060.00	636.00
07/12/2022	Juliet Remi	Preparing draft of email to Purdue regarding fourth monthly fee statement and objection period	0.20	190.00	38.00
07/13/2022	Juliet Remi	Conferring regarding status of payments from debtors	0.20	190.00	38.00
07/15/2022	Juliet Remi	Conferring regarding deadline for interim fee application	0.10	190.00	19.00
07/18/2022	Juliet Remi	Following up regarding status of invoices from appellate printer	0.10	190.00	19.00
07/18/2022	Juliet Remi	Participating in call to discuss procedure for preparing and filing fee applications; following up with accounting regarding status of time entries in connection with fifth monthly fee statement	0.50	190.00	95.00
07/18/2022	Ellie Taylor	Conferring regarding case status and updates, reviewing fee application procedure	0.80	185.00	148.00
07/18/2022	Ellie Taylor	Conferring regarding case status and updates, reviewing fee application procedure	0.20	185.00	37.00
07/19/2022	Ellie Taylor	Preparing fifth monthly fee statement	0.70	185.00	129.50
07/19/2022	Juliet Remi	Preparing draft of fifth monthly fee statement and exhibits thereto; conferring regarding same; finalizing fee examiner spreadsheet	1.30	190.00	247.00
07/21/2022	Matthew J. Gold	Reviewing draft monthly statement; exchanging emails regarding same	0.40	1,060.00	424.00
07/21/2022	Juliet Remi	Finalizing fifth monthly fee statement and exhibits thereto; coordinating to e-file and serve same	0.60	190.00	114.00
07/21/2022	Ellie Taylor	Filing and circulating Fifth Monthly KKWC Fee Application	0.30	185.00	55.50

Client: State of Washington
Matter: Fee applications

Invoice Date: August 18, 2022
Invoice Number: 113799
Matter Number: 7263-0005

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/27/2022	Matthew J. Gold	Reviewing reimbursement amounts and exchanging emails regarding same	0.80	1,060.00	848.00
07/28/2022	Matthew J. Gold	Reviewing reimbursement amounts and exchanging emails regarding same	1.20	1,060.00	1,272.00
07/28/2022	Juliet Remi	Conferring regarding status of payment from Purdue; preparing chart summarizing monthly fee statements; conferring regarding objection period	0.20	190.00	38.00
07/29/2022	Matthew J. Gold	Reviewing and revising chart regarding reimbursement amounts; exchanging emails with J. Rupert regarding same	1.80	1,060.00	1,908.00
Total			10.00		\$6,066.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	2.00	185.00	370.00
Juliet Remi	3.20	190.00	608.00
Matthew J. Gold	4.80	1,060.00	5,088.00
Total	10.00		\$6,066.00